

MINUTES

PUBLIC SESSION

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

Friday, July 25, 2003

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MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountain Dining Room- Queen Elizabeth Building - Exhibition Place
Friday, July 25, 2003 – 9:30 a.m.

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Queen Elizabeth Building on Friday, July 25, 2003.

PRESENT: Mario Silva, Chairman
John Downing, Doug Holyday, Chris Korwin-Kuczynski, Sherene Shaw,
Andre Tellier, Sean Webster, Debbie Woodman

APOLOGIES: Fernando Do Rio, Gloria Lindsay Luby, Ron Moeser, Sam Sniderman

ATTENDING: Dianne Young, General Manager & CEO/Exhibition Place
Kathryn Reed-Garrett, Director/Business Development
Fatima Scagnol, Corporate Secretary
Leo Lauro, Interim Director of Operations
Danny Chui, Manager/Capital Works
Shekhar Prasad, Manager of Finance
Sito Mungcal, Administrative Assistant/General Manager & CEO
David Bednar, General Manager/CNE
Ron Taylor, O&Y/SMG Canada
Arlene Campbell, O&Y/SMG Canada/Acting General Manager/NTC
Ward Earle, Solicitor/City of Toronto
Donna Bourque, Secretary/Capital Works

Mario Silva presided and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 9:40 a.m.

Before proceeding with the regular business of the meeting, the Chairman requested members to indicate the report on the public agenda wherein they have an interest, together with the nature of the interest. None were declared.

The Chairman noted that Report No. 6 related to the Accounts Receivable for Exhibition Place be moved to the In-Camera Session and be numbered In-Camera Report No. 27.

Hydrogenics Corporation

The Chairman encouraged all Board members to attend the unveiling of the first phase of a new clean air initiative, "Fuel Cells for Fresh Air", a three-year project approved by City Council developed to demonstrate the unique ability of fuel cell technology to provide clean mobile and stationary power. This project by the City of Toronto, the Board of Governors of Exhibition Place, and Hydrogenics Corporation is part of the Board's efforts toward "greening" of the grounds.

The Chairman also thanked Dianne Young for quarterbacking this worthwhile and forward-looking project for the Board.

1. **MINUTES OF PREVIOUS MEETINGS**

- (a) On motion duly made by Chris Korwin-Kuczynski, seconded by John Downing, and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on May 30, 2003, be **VERIFIED** in the form distributed to the members.
- (b) On motion duly made by Chris Korwin-Kuczynski, seconded by John Downing, and **CARRIED**, it was **RESOLVED** that the Minutes of a Poll of the Board of Governors conducted on June 18, 2003, be **VERIFIED** in the form distributed to the members.

CONSIDERATION OF REPORTS

The Chairman proposed that the Board proceed through the reports on the agenda with members indicating those reports, by number, on which they wish to speak; that the Board then proceed with the adoption of the remaining reports; and then give consideration to those reports held for discussion at the request of the members, not necessarily in the order that they appear on the agenda. The Board concurred with the following proposal.

2. **INTERIM FINANCIAL STATEMENTS AS OF MAY 31, 2003**

Upon the question of the adoption of Report No. 4 dated July 10, 2003 from the General Manager & CEO entitled "**Interim Financial Statements as of May 31, 2003**", it was received for **INFORMATION**.

3. **ACCOUNTS PAYABLE FOR MAY & JUNE 2003**

Upon the question of the adoption of Report Nos. 5(a) and 5(b) dated July 9, 2003 from the General Manager & CEO entitled "**Accounts Payable for May and June 2003**", they were received for **INFORMATION**.

4. **2003 CAPITAL WORKS PROGRAM JULY PROGRESS REPORT**

Upon the question of the adoption of Report No. 7 dated July 9, 2003 from the General Manager & CEO entitled "**2003 Capital Works Program July Progress Report**", it was received for **INFORMATION**.

5. **TENDER FOR NORTH EXTENSION - COLISEUM COMPLEX**

Upon the question of the adoption of Report No. 8 dated July 10, 2003 from the General Manager & CEO entitled "**Tender for North Extension - Coliseum Complex, Repair/Replace Disintegrating Fibreglass Windows**", it was **APPROVED**.

6. **TENDER FOR QUEEN ELIZABETH BUILDING**

Upon the question of the adoption of Report No. 9 dated July 10, 2003 from the General Manager & CEO entitled "**Tender for Queen Elizabeth Building - Replace Exterior Windows at Executive Offices**", it was **APPROVED**.

7. **TENDER FOR STANLEY BARRACKS**

Upon the question of the adoption of Report No. 10 dated July 17, 2003 from the General Manager & CEO entitled "**Tender for Stanley Barracks - Waterproof Foundation and Add Drain Pipe to Inhibit Rising Damp**", it was **APPROVED**.

8. **CCTV PREVENTATIVE MAINTENANCE PROGRAM FOR THE NTC**

Upon the question of the adoption of Report No. 11 dated July 8, 2003 from the General Manager & CEO entitled "**CCTV Preventative Maintenance Program for the NTC**", it was **APPROVED**.

9. **NTC MANAGEMENT REPORT - JUNE 30, 2003**

Upon the question of the adoption of Report No. 12 dated June 30, 2003 from the Acting General Manager/NTC entitled "**NTC Management Report - June 30, 2003**", it was received for **INFORMATION**.

10. **AGREEMENT WITH SCREAMERS INC. FOR 2003 ATTRACTION**

Upon the question of the adoption of Report No. 14 dated July 15, 2003 from the General Manager & CEO entitled "**Agreement with Screemers Inc. for 2003 Attraction**", it was **APPROVED**.

The Chairman proposed that the Board give consideration to those reports held for discussion at the request of the members. The Board concurred with the following proposal.

11. **VARIANCE REPORT - PERIOD ENDING JUNE 30, 2003**

On motion duly made by Sean Webster, seconded by Debbie Woodman, and **CARRIED**, it was **RESOLVED** that Report No. 3 dated July 14, 2003 from the General Manager & CEO with respect to the Variance Report for the Period Ending June 30, 2003, be received for **INFORMATION**.

12. **RESERVE FUND**

On motion duly made by Sean Webster, seconded by Chris Korwin-Kuczynski, and **CARRIED**, it was **RESOLVED** that Report No. 13 dated July 15, 2003 from the General Manager & CEO with respect to the Reserve Fund, be received for **INFORMATION**.

13. **COLISEUM ARENA PROJECT - JULY UPDATE**

On motion duly made by Debbie Woodman, seconded by Sherene Shaw, and **CARRIED**, it was **RESOLVED** that Report No. 15 dated July 9, 2003 from the General Manager & CEO with respect to the Coliseum Arena Project July Update, be received for **INFORMATION**.

14. **SUMMARY OF PLANNING WORKSHOP**

On motion duly made by Sherene Shaw, seconded by Sean Webster, and **CARRIED**, it was **RESOLVED** that Report No. 16 dated July 18, 2003 from the General Manager & CEO with respect to the Summary of the Planning Workshop, be received for **INFORMATION**; and **FURTHER** that, the Board discuss subject report in further detail at its September meeting.

15. **PROPOSED 2004 CAPITAL WORKS BUDGET AS PART OF THE TEN-YEAR (2004 - 2013) PROGRAM SUBMISSION**

The General Manager & CEO provided a detailed power-point presentation with respect to the Proposed 2004 Capital Works Budget. Following the presentation, the Board entered into a brief question/answer session which resulted in the following.

On motion duly made by Sean Webster, seconded by Chris Korwin-Kuczynski, and **CARRIED**, it was **RESOLVED** that the Proposed 2004 Capital Works Budget appended to Report No. 2 dated July 18, 2003 from the General Manager & CEO, be **APPROVED** and submitted to the City of Toronto.

16. **CHINA TRADEMART - MR. FRED BRAIDA**

Mr. Fred Braida provided the Board with a brief presentation with respect to the proposed China Trademart. Following the presentation, the Board entered into a brief question/answer session.

17. **DATE OF NEXT MEETING**

The next meeting of the Board is scheduled for **Friday, September 26, 2003 at 9:30 a.m.**

18. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Chris Korwin-Kuczynski, seconded by John Downing, and **CARRIED**, it was **RESOLVED** that Fernando Do Rio, Gloria Lindsay Luby, Ron Moeser and Sam Sniderman having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

19. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Debbie Woodman, seconded by Andre Tellier, and **CARRIED**, it was **RESOLVED** that the Board go into Closed Session for the purposes of dealing with items of a proprietary, personnel and of a contractual nature.

The Board members (Mario Silva/Chairman, John Downing, Doug Holyday, Chris Korwin-Kuczynski, Sherene Shaw, Andre Tellier, Sean Webster and Debbie Woodman) reconvened in public session at 1:00 p.m. and concurred with the following.

20. **ACCOUNTS RECEIVABLE AS AT JUNE 30, 2003**

On motion duly made by John Downing, seconded by Debbie Woodman, and **CARRIED**, it was **RESOLVED** that in In-Camera Report No. 27 dated July 8, 2003 from the General Manager & CEO with respect to the Accounts Receivable as at June 30, 2003 for Exhibition Place, be received for **INFORMATION**.

21. **NTC ACCOUNTS RECEIVABLE - AS AT JUNE 30, 2003**

On motion duly made by John Downing, seconded by Chris Korwin-Kuczynski, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 22 dated July 16, 2003 from the Acting General Manager/NTC with respect to the NTC Accounts as at June 30, 2003, be received for **INFORMATION**.

22. **2004 RENTAL AND SERVICE PRICE LIST**

On motion duly made by Sean Webster, seconded by Andre Tellier, and **CARRIED**, it was **RESOLVED** that the 2004 Rental and Service Price List, as appended to In-Camera Report No. 23 dated July 17, 2003 from the General Manager & CEO, be **APPROVED**.

23. **AGREEMENT FOR SPONSORSHIP CONSULTING SERVICES**

On motion duly made by Sean Webster, seconded by Debbie Woodman, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 24 dated July 21, 2003 from the General Manager & CEO, be **APPROVED**, thereby authorizing a three-year agreement with Wakeman & Associates Marketing Inc. for sponsorship and consulting services, based on the terms and conditions outlined in subject report.

24. **SPONSORSHIP AGREEMENT WITH TORONTO STAR**

On motion duly made by John Downing, seconded by Chris Korwin-Kuczynski, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 28 dated July 24, 2003 from the General Manager & CEO, be **APPROVED**, thereby authorizing a sponsorship agreement with the Toronto Star for a period of three years (June 15, 2003 to June 14, 2006), based on the terms and conditions outlined in subject report.

25. **UPDATE ON STADIUM DEVELOPMENT - JULY**

On motion duly made by Doug Holyday, seconded by John Downing, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 25 dated July 10, 2003 from the General Manager & CEO with respect to the Update on Stadium Development for July, be received for **INFORMATION**.

26. **RENEWAL OF NTC MANAGEMENT AGREEMENT**

On motion duly made by Chris Korwin-Kuczynski, seconded by Sherene Shaw, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 26 dated July 21, 2003 from the General Manager with respect to the Renewal of the NTC Management Agreement, be received for **INFORMATION**; and **FURTHER** that, Option II outlined on page 6 of subject report, be **APPROVED**.

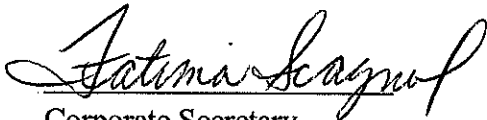
27. **CHINA TRADEMART IN THE Q.E. BUILDING -LONG TERM LEASE**

On motion duly made by Chris Korwin-Kuczynski, seconded by John Downing, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 21 dated July 15, 2003 from the General Manager & CEO with respect to the a China Trademart in the Q.E. Building, be received for **INFORMATION**; and **FURTHER** that, the General Manager & CEO and the General Manager of the CNE meet again with Toronto China Mart Inc. to negotiate additional terms and conditions applicable to the CNE period with a report back to the Board of Governors.

ADJOURNMENT

There being no further business, the Chairman adjourned the meeting at 1:10 p.m.

(Copies of the communications, reports and other documents referred to in the minutes of this meeting have been distributed to the members and copies thereof inserted as schedules to the official minutes of the proceedings of this meeting of the Board.)


Corporate Secretary

Chairman

VERIFIED at a meeting of the Board of Governors of Exhibition Place held on the ____ day of _____, 2003.

Chairman